

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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STEVEN H. ANDERSON, JACK S. FLUG, and
JEFFREY R. LATTMANN,

Plaintiffs,

Case No. 08 Civ. 2378 (DAB)

- against -

ANSWER TO COUNTERCLAIMS

MARSH & MCLENNAN COMPANIES, INC.,
MARSH USA INC., and DOES 1 through 50,
inclusive,

Defendants.

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Plaintiffs Steven H. Anderson, Jack S. Flug, and Jeffrey R. Lattmann, by their attorneys, Fensterstock & Partners LLP, as and for their Answer to the Amended Counterclaims of Defendant Marsh USA Inc. ("Marsh"), contained within the Amended Answer to Amended Complaint and Counterclaims of Marsh & McLennan Companies, Inc. ("MMC") and Marsh dated July 30, 2008 (hereinafter the "Counterclaims") state as follows: to the extent that a response to the allegations contained in paragraphs "1" through "71" in the Amended Answer is required, such allegations are denied. With respect to the numbered paragraphs in the Counterclaims, Plaintiffs state as follows:

1. Deny the truth of each and every allegation contained in paragraph "72" of the Counterclaims.
2. Deny knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph "73" of the Counterclaims, and respectfully refer all questions of law to the Court.

3. Deny knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph "74" of the Counterclaims, and respectfully refer all questions of law to the Court.

4. Deny knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph "75" of the Counterclaims.

5. Deny the truth of each and every allegation contained in paragraph "76" of the Counterclaims, except admit that Anderson is an attorney who was employed by Marsh as a senior executive in its FINPRO (Financial and Professional) Practice from in or about August 1989 through on or about December 30, 2004, when his employment was terminated by Marsh.

6. Deny the truth of each and every allegation contained in paragraph "77" of the Counterclaims, except admit that as Head of FINPRO, Anderson had access to confidential information of Marsh.

7. Deny the truth of each and every allegation contained in paragraph "78" of the Counterclaims, except admit that Flug is an attorney, and was employed by Marsh as a Managing Director in its FINPRO Practice from in or about March 1995 through on or about December 30, 2004, when his employment was terminated by Marsh.

8. Deny the truth of each and every allegation contained in paragraph "79" of the Counterclaims, except admit that Lattmann commenced his employment with Marsh in or about March 1990, and was Head of U.S. FINPRO Placement on or about December 30, 2004, when his employment was terminated by Marsh.

9. Deny the truth of each and every allegation contained in paragraph "80" of the Counterclaims, except admit that copies of the Non-Solicitation Agreement are annexed to the Amended Answer to Amended Complaint and Counterclaims as Exhibits A, B, and C, and allow the contents of each document to speak for itself.

10. Deny the truth of each and every allegation contained in paragraph "81" of the Counterclaims and allow the contents of the document to speak for itself.

11. Deny the truth of each and every allegation contained in paragraph "82" of the Counterclaims and allow the contents of the document to speak for itself.

12. Deny the truth of each and every allegation contained in paragraph "83" of the Counterclaims, except admit that copies of the Confidentiality Agreement are annexed to the Amended Answer to Amended Complaint and Counterclaims as Exhibits D, E, and F.

13. Deny the truth of each and every allegation contained in paragraph "84" of the Counterclaims and allow the contents of the document to speak for itself.

14. Deny the truth of each and every allegation contained in paragraph "85" of the Counterclaims and allow the contents of the document to speak for itself.

15. Deny the truth of each and every allegation contained in paragraph "86" of the Counterclaims.

16. Deny the truth of each and every allegation contained in paragraph "87" of the Counterclaims.

17. Deny the truth of each and every allegation contained in paragraph "88" of the Counterclaims.

18. Deny the truth of each and every allegation contained in paragraph "89" of the Counterclaims.

19. Deny the truth of each and every allegation contained in paragraph "90" of the Counterclaims, except admit that Counterclaim-Defendants commenced employment with Beecher Carlson.

20. Deny the truth of each and every allegation contained in paragraph "91" of the Counterclaims.

21. Deny the truth of each and every allegation contained in paragraph "92" of the Counterclaims.

22. Deny the truth of each and every allegation contained in paragraph "93" of the Counterclaims.

AS AND FOR THE FIRST COUNTERCLAIM

23. Counterclaim-Defendants repeat and reiterate each and every response to paragraphs "72" through "93" of the Counterclaims, as if each were set forth at length verbatim herein.

24. Deny the truth of each and every allegation contained in paragraph "95" of the Counterclaims and respectfully refer all questions of law to the Court.

25. Deny the truth of each and every allegation contained in paragraph "96" of the Counterclaims and respectfully refer all questions of law to the Court.

26. Deny the truth of each and every allegation contained in paragraph "97" of the Counterclaims.

27. Deny the truth of each and every allegation contained in paragraph "98" of the Counterclaims.

AS AND FOR THE SECOND COUNTERCLAIM

28. Counterclaim-Defendants repeat and reiterate each and every response to paragraphs "72" through "98" of the Counterclaims, as if each were set forth at length verbatim herein.

29. Deny the truth of each and every allegation contained in paragraph "100" of the Counterclaims and respectfully refer all questions of law to the Court.

30. Deny the truth of each and every allegation contained in paragraph "101" of the Counterclaims and respectfully refer all questions of law to the Court.

31. Deny the truth of each and every allegation contained in paragraph "102" of the Counterclaims.

32. Deny the truth of each and every allegation contained in paragraph "103" of the Counterclaims.

AS AND FOR THE THIRD COUNTERCLAIM

33. Counterclaim-Defendants repeat and reiterate each and every response to paragraphs "72" through "103" of the Counterclaims, as if each were set forth at length verbatim herein.

34. Deny knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph "105" of the Counters, and respectfully refer all questions of law to the Court.

35. Deny the truth of each and every allegation contained in paragraph "106" of the Counterclaims and respectfully refer all questions of law to the Court.

36. Deny the truth of each and every allegation contained in paragraph "107" of the Counterclaims.

37. Deny the truth of each and every allegation contained in paragraph "108" of the Counterclaims.

AS AND FOR THE FOURTH COUNTERCLAIM

38. Counterclaim-Defendants repeat and reiterate each and every response to paragraphs "72" through "108" of the Counterclaims, as if each were set forth at length verbatim herein.

39. Deny the truth of each and every allegation contained in paragraph "110" of the Counterclaims and respectfully refer all questions of law to the Court.

40. Deny the truth of each and every allegation contained in paragraph "111" of the Counterclaims.

41. Deny the truth of each and every allegation contained in paragraph "112" of the Counterclaims.

AS AND FOR THE FIFTH COUNTERCLAIM

42. Counterclaim-Defendants repeat and reiterate each and every response to paragraphs "72" through "112" of the Counterclaims, as if each were set forth at length verbatim herein.

43. Deny the truth of each and every allegation contained in paragraph "114" of the Counterclaims.

44. Deny the truth of each and every allegation contained in paragraph "115" of the Counterclaims.

45. Deny the truth of each and every allegation contained in paragraph "116" of the Counterclaims.

46. Deny the truth of each and every allegation contained in paragraph "117" of the Counterclaims.

AS AND FOR THE SIXTH COUNTERCLAIM

47. Counterclaim-Defendants repeat and reiterate each and every response to paragraphs "72" through "117" of the Counterclaims, as if each were set forth at length verbatim herein.

48. Deny the truth of each and every allegation contained in paragraph "119" of the Counterclaims.

49. Deny the truth of each and every allegation contained in paragraph "120" of the Counterclaims.

50. Deny the truth of each and every allegation contained in paragraph "121" of the Counterclaims.

AS AND FOR THE SEVENTH COUNTERCLAIM

51. Counterclaim-Defendants repeat and reiterate each and every response to paragraphs "72" through "121" of the Counterclaims, as if each were set forth at length verbatim herein.

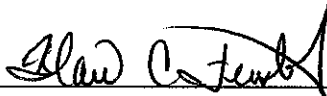
52. Deny the truth of each and every allegation contained in paragraph "123" of the Counterclaims.

53. Deny the truth of each and every allegation contained in paragraph "124" of the Counterclaims.

54. No response is necessary to the statements asserted in paragraph "125" of the Counterclaims.

Dated: New York, New York
August 18, 2008

FENSTERSTOCK & PARTNERS LLP

By: 
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